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www.invensys.com

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2006 OCT 31 P 3:34

THOMSON
FINANCIAL

Office of International Corporate Finance
Securities and Exchange Commission
Room 3628
100F Street North East
Washington DC
20549
USA

24 October 2006



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SUPPL

Dear Sirs,

12g3 - 2 (b) Exemption

In accordance with the Company's exemption from disclosure requirements under Rule 12g3 - 2 (b) of the 1934 Securities Exchange Act please find enclosed a notification released to the London Stock Exchange concerning Notification of Major Interests in Shares.

Yours faithfully,

Rachel Spencer
Deputy Secretary

Copy to: Mr. T. Peterson
Mr. S. Wright

PROCESSED

NOV 03 2006

THOMSON
FINANCIAL

RNS Number:9551K

Invensys PLC

24 October 2006

SCHEDULE 10**NOTIFICATION OF MAJOR INTERESTS IN SHARES**

1) Name of company

Invensys plc

2) Name of shareholder having a major interest

The Capital Group Companies, Inc.

3) Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18

Notice is given by The Capital Group Companies, Inc. on behalf of its affiliates, including Capital Guardian Trust Company, Capital International Limited, Capital International S.A., and Capital International, Inc. These holdings form part of funds managed on behalf of investment clients.

4) Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them

Capital Guardian Trust Company:

| | |
|-------------------------------|-----------|
| State Street Nominees Limited | 93,962 |
| Chase Nominees Limited | 1,313,273 |
| Midland Bank plc | 79,800 |
| Nortrust Nominees | 384,975 |

Capital International Limited:

| | |
|-------------------------------|-----------|
| State Street Nominees Limited | 224,071 |
| Bank of New York Nominees | 7,806,465 |
| Northern Trust | 2,829,491 |

| | |
|------------------------------|---------|
| Nortrust Nominees | 27,314 |
| Morgan Stanley | 31,768 |
| Lloyds Bank | 48,870 |
| Citibank NA Toronto | 25,434 |
| HSBC Bank plc | 329,280 |
| JP Morgan Chase Bank | 41,076 |
| Lombard Odier Et Cie, Geneva | 275,856 |
| Metzler Seel Sohn & Co. | 33,600 |

Capital International, Inc.:

| | |
|-------------------------------|-----------|
| State Street Nominees Ltd | 116,788 |
| Bank of New York Nominees | 433,868 |
| Chase Nominees Limited | 1,670,066 |
| State Street Bank & Trust Co. | 443,450 |
| Citibank NA Toronto | 180,628 |
| HSBC Bank plc | 45,794 |

5) Number of shares/amount of stock acquired

6) Percentage of issued class

7) Number of shares/amount of stock disposed

8) Percentage of issued class

9) Class of security

Ordinary shares of 10p each

10) Date of transaction

20 October 2006

11) Date company informed

24 October 2006

12) Total holding following this notification

31,683,866

13) Total percentage holding of issued class following this notification

3.979% (3.253% of which held by Capital International Limited)

14) Any additional information

15) Name of contact and telephone number for queries

Steve Devany, Vice President - Communications

020 7821 3758

16) Name of company official responsible for making this notification

Emma Sullivan, Assistant Secretary

Date of notification: 24 October 2006

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OFFICE OF INTERNATIONAL
CORPORATE FINANCE

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20 October 2006

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